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FEB 01 2013

**SECRETARY, BOARD OF
OIL, GAS & MINING**

BEFORE THE BOARD OF OIL, GAS AND MINING

DEPARTMENT OF NATURAL RESOURCES

STATE OF UTAH

**IN THE MATTER OF THE REQUEST)
FOR AGENCY ACTION OF)
NEWFIELD PRODUCTION COMPANY)
FOR AN ORDER POOLING ALL)
INTERESTS IN THREE DRILLING)
UNITS ESTABLISHED BY THE)
BOARD'S ORDER ENTERED IN)
CAUSE NO. 139-90 IN SECTION 3,)
TOWNSHIP 3 SOUTH, RANGE 1)
WEST, U.S.M., DUCHESNE AND)
UINTAH COUNTIES, UTAH, AND)
SECTIONS 16 AND 36, TOWNSHIP 3)
SOUTH, RANGE 3 WEST, U.S.M.,)
DUCHESNE COUNTY, UTAH)**

**EX PARTE MOTION
TO SERVE REQUEST FOR
AGENCY ACTION BY
PUBLICATION**

**Docket No. 2013-007
Cause No. 139-102**

NEWFIELD PRODUCTION COMPANY, by and through its undersigned attorneys, and pursuant to Utah Administrative Code Rule R641-106-230, petitions the Board of Oil, Gas and Mining (the "**Board**") for an order authorizing service of the Request for Agency Action filed in this matter on February 1, 2013 (the "**Request**"), to be made on the unlocatable owners as identified herein. As shown by the Landman Affidavits executed by Roxann Eveland and Ryan Waller attached hereto as Attachment "A," and incorporated herein by reference, Newfield Production Company ("**Newfield**") has conducted a thorough title examination of the mineral interest ownership in all of Section 3, Township 3 South, Range 1 West, U.S.M., Duchesne and Uintah Counties, Utah, and Sections 16 and 36, Township 3 South, Range 3 West, U.S.M., Duchesne County, Utah (collectively, the "**Subject Lands**"), and has made a reasonable good faith effort to identify and locate the owners of those interests. Despite Newfield's diligent search, the following owners are not locatable (the "**Unlocatable Owners**");

Reed Gardner

Terri Britten and Todd Blake, as the heirs of Carol Blake

Louisa Ann Unca Sam

Pat Maxwell

Consistent with the Board's practice in prior pooling proceedings where some of the interested parties being pooled have been unlocatable, Newfield seeks an order authorizing it to serve its Request on the Unlocatable Owners by personalized published notice. Such notice is reasonably calculated to provide notice to the Unlocatable Owners of the pendency of the Request, the Hearing Examiner's March 13, 2013 hearing, and the Board's March 27, 2013 hearing. In addition to providing such notice, Newfield's proposed published notice would apprise the Unlocatable Owners of their opportunity to lease their oil and gas minerals or to participate as an owner in the drilling of the Subject Wells (as defined in the Request). The proposed notice also will apprise the Unlocatable Owners of the possibility that the Board may impose up to a 300% penalty on the nonconsenting owners.

Service of the Request by publication is warranted to ensure that the Unlocatable Owners receive legally sufficient notice of their opportunity to participate in the Board's proceedings. Newfield proposes to publish the attached form of notice beginning on February 10, 2013, once a week for two consecutive weeks in the Salt Lake Tribune and Deseret Morning News, and for two consecutive weeks beginning on February 12, 2013, and February 13, 2013, in the Uintah Basin Standard and The Vernal Express, respectively, newspapers of general circulation in the counties in which the Subject Lands are located, and further proposes that all objections or responses to the Request be filed and served no later than March 6, 2013. A proposed form of Order Granting Ex Parte Motion to Serve Request for Agency Action by Publication is attached hereto.

Dated this 1st day of February, 2012.

VAN COTT, BAGLEY, CORNWALL & McCARTHY

By _____

Thomas W. Clawson

Attorneys for Petitioner

36 South State Street, Suite 1900

Salt Lake City, Utah 84111

Telephone: (801) 532-3333

CERTIFICATE OF MAILING

I hereby certify that on this 1st day of February, 2013, I caused a true and correct copy of the foregoing Ex Parte Motion to Serve Request for Agency Action by Publication to be served via U.S. Mail, properly addressed with postage prepaid, upon each of the following:

Michael S. Johnson
Assistant Attorney General
Utah Board of Oil, Gas and Mining
1594 West North Temple, Suite 300
Salt Lake City, UT 84116

Steven F. Alder
Assistant Attorney General
Utah Division of Oil, Gas & Mining
1594 West North Temple, Suite 300
Salt Lake City, UT 84116



ATTACHMENT "A"

**LANDMAN AFFIDAVIT
REGARDING THE INTEREST OF REED GARDNER**

Roxann Eveland personally appeared before me, being duly sworn, deposes and says:

1. My name is Roxann Eveland. I am a Landman for Newfield Production Company, whose address is 1001 17th Street, Suite 2000, Denver, CO 80202 ("Newfield").
2. As Operator of the Killian 14-3-3-1W, Newfield is in possession of a certain Memorandum of Title covering lands in Township 3 South, Range 1 West, Section 3, Duchesne and Uintah Counties, Utah. Said Memorandum of Title was requisitioned by Newfield's predecessor, Branta Exploration & Production, LLC, for the purposes of leasing.
3. Said Memorandum of Title has identified Reed Gardner as an unleased mineral owner in the aforementioned lands. In September 2011, Newfield requested its lease broker search for Reed Gardner for the purpose of leasing his mineral interest prior to drilling the Killian 14-3-3-1W.
4. Newfield, through its lease broker, contacted Reed Gardner in October 2011. Reed Gardner indicated he had no interest in leasing and did not want to be contacted again regarding leasing.
5. At the time Newfield's lease broker contacted Reed Gardner in October 2011, his address was 307 W. 79th Street, Suite 634, New York, NY 10024. This address is located at the Imperial Court Hotel.
6. As Operator of the Killian 14-3-3-1W, Newfield requisitioned the preparation of a Drilling and Division Order Title Opinion. Said Title Opinion, dated March 15, 2012, further confirmed Reed Gardner, as heir of Nettie Gardner aka Gynette Gardner, as an unleased mineral owner in the aforementioned lands.
7. Based on length of time that has passed since Newfield's broker contacted Reed Gardner and the likelihood his address at the Imperial Court Hotel is no longer valid, Newfield has deemed Reed Gardner as unlocatable for purposes of force pooling.

FURTHER AFFIANT SAYETH NOT.

Roxann Eveland

STATE OF COLORADO

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§

COUNTY OF DENVER

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Subscribed and sworn to before me this 28th day of January, 2013.

Alan D. Wild
NOTARY PUBLIC

My Commission Expires:



**LANDMAN AFFIDAVIT
REGARDING THE INTEREST OF TERRI BRITTEN AND TODD BLAKE**

Ryan Waller personally appeared before me, being duly sworn, deposes and says:

1. My name is Ryan Waller. I am a Landman for Newfield Production Company, whose address is 1001 17th Street, Suite 2000, Denver, CO 80202 ("Newfield").
2. As Operator of the Grace 3-16-3-3WH, Newfield has requisitioned the preparation of a Drilling and Division Order Title Opinion covering Township 3 South, Range 3 West, Section 16, Duchesne County, Utah.
3. Said Drilling and Division Order Title Opinion has identified Carol Blake as a remainderman to a life estate that was covered by a lease in the aforementioned lands. In January 2012, Newfield became aware that the life estate owner had passed away, and began searching for the remaindermen to ratify the lease. In April 2012, Newfield identified the heirs of Carol Blake as Terri Britten and Todd Blake, and requested its lease broker search for Terri Britten and Todd Blake for the purpose of ratifying or leasing their mineral interest.
4. Newfield, through its lease broker, conducted an extensive internet search in an attempt to locate Terri Britten and Todd Blake using the following sources: Spokeo, Switchboard, White Pages, Facebook, and Ancestry.com.
5. In attempting to contact the individuals identified in the internet searches, they were either the wrong Terri Britten or Todd Blake, or would not return calls or letters.
6. As a result of unsuccessful contact attempts to them directly, Newfield's broker contacted Terri Britten and Todd Blake's aunt, Stacey Gilbert, and was under the impression that Stacey Gilbert was communicating with and passing information along to Terri Britten and Todd Blake. Stacey Gilbert did not provide Terri Britten or Todd Blake's phone numbers or addresses upon request in order to allow Newfield to contact them directly.
7. Based on the unsuccessful results of our extensive search, and being unable to contact them through family or directly, Newfield has deemed Terri Britten and Todd Blake to be unlocatable for purposes of force pooling.

FURTHER AFFIANT SAYETH NOT.



STATE OF COLORADO §
 §
CITY AND COUNTY OF DENVER §

Subscribed and sworn before me this 30 day of January 2013.



NOTARY PUBLIC

My Commission Expires:



**LANDMAN AFFIDAVIT
REGARDING THE INTEREST OF LOUISA ANN UNCA SAM**

Ryan Waller personally appeared before me, being duly sworn, deposes and says:

1. My name is Ryan Waller. I am a Landman for Newfield Production Company, whose address is 1001 17th Street, Suite 2000, Denver, CO 80202 ("Newfield").
2. As Operator of the Grace 3-16-3-WH, Newfield has requisitioned the preparation of a Drilling and Division Order Title Opinion covering Township 3 South, Range 3 West, Section 16, Duchesne County, Utah.
3. Said Drilling and Division Order Title Opinion has identified Louisa Ann Unca Sam as a mineral owner in the aforementioned lands. In June 2012, Newfield requested its lease broker search for Louisa Ann Unca Sam for the purpose of leasing her mineral interest.
4. Newfield, through its lease broker, conducted extensive internet and records searches in an attempt to locate Louisa Ann Unca Sam (and several potential variations of this name), using the following sources: White Pages, 411, Ancestry, People Finders, People Search, Find A Grave, Tributes, Google, Yahoo, World Vital Records, People Smart, People Lookup, Family Search, Legacy, Archives, as well as searching Utah Court records.
5. Said searches identified numerous people with the last name Unca Sam, but no one named Louisa. In attempting to contact these individuals they either did not know a Louisa, had a disconnected phone number, or would not return calls or letters.
6. Based on the unsuccessful results of our extensive search, Newfield has deemed Louisa Ann Unca Sam to be unlocatable for purposes of force pooling.

FURTHER AFFIANT SAYETH NOT.



STATE OF COLORADO
CITY AND COUNTY OF DENVER

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Subscribed and sworn before me this 29 day of January, 2013.



NOTARY PUBLIC

My Commission Expires:

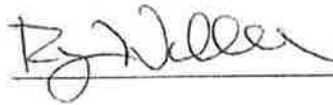


**LANDMAN AFFIDAVIT
REGARDING THE INTEREST OF PAT MAXWELL**

Ryan Waller personally appeared before me, being duly sworn, deposes and says:

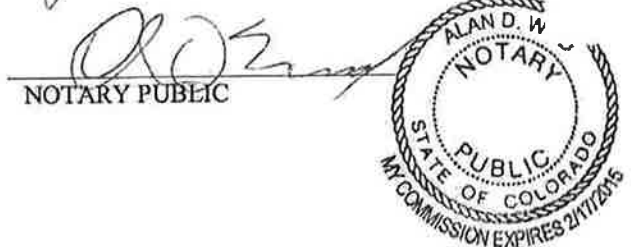
1. My name is Ryan Waller. I am a Landman for Newfield Production Company, whose address is 1001 17th Street, Suite 2000, Denver, CO 80202 ("Newfield").
2. As Operator of the Lake Boreham 4-36-3-3WH, Newfield has requisitioned the preparation of a Drilling and Division Order Title Opinion covering Township 3 South, Range 3 West, Section 36, Duchesne County, Utah.
3. Said Drilling and Division Order Title Opinion has identified Jay Lawrence Maxwell as a mineral owner in the aforementioned lands. In May 2012, Newfield requested its lease broker search for Jay Lawrence Maxwell for the purpose of leasing his mineral interest.
4. In September 2012, Newfield's broker determined that Jay Lawrence Maxwell passed away in 1980, and his heirs appeared to be Cyndy Smith and Pat Maxwell.
5. Newfield's broker acquired an address for Cyndy Smith in October 2012, and after several attempts to contact her, finally spoke with Cyndy in November 2012. According to Cyndy, her and Pat speak infrequently, and when they do Pat does not provide her address. Upon inquiring with other members of Pat's family, it seems no one knows Pat's address. Newfield's broker requested her family members give Pat Newfield's contact information in the event they talk with her.
6. Newfield, through its lease broker, conducted an extensive internet search in an attempt to locate Pat Maxwell using the following sources: Spokeo, Switchboard, White Pages, and Ancestry.com.
7. Said searches identified hundreds of people all across the country with the name Pat Maxwell (and variations of). As a result, Newfield's broker attempted to call several of the people in and around the Utah area. The calls were either the incorrect Pat Maxwell or not returned.
8. Based on the unsuccessful results of our extensive search, Newfield has deemed Pat Maxwell to be unlocatable for purposes of force pooling.

FURTHER AFFIANT SAYETH NOT.



STATE OF COLORADO §
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CITY AND COUNTY OF DENVER §

Subscribed and sworn before me this 29 day of January, 2013.



My Commission Expires:

BEFORE THE BOARD OF OIL, GAS AND MINING **FILED**

DEPARTMENT OF NATURAL RESOURCES

FEB 01 2013

STATE OF UTAH

SECRETARY, BOARD OF
OIL, GAS & MINING

| | | |
|--------------------------------|---|-------------------------|
| IN THE MATTER OF THE REQUEST |) | NOTICE |
| FOR AGENCY ACTION OF |) | OF OPPORTUNITY TO LEASE |
| NEWFIELD PRODUCTION COMPANY |) | OR PARTICIPATE IN |
| FOR AN ORDER POOLING ALL |) | OIL AND GAS WELLS |
| INTERESTS IN THREE DRILLING |) | |
| UNITS ESTABLISHED BY THE |) | AND |
| BOARD'S ORDER ENTERED IN |) | |
| CAUSE NO. 139-90 IN SECTION 3, |) | SUPPLEMENTAL NOTICE |
| TOWNSHIP 3 SOUTH, RANGE 1 |) | OF REQUEST FOR |
| WEST, U.S.M., DUCHESNE AND |) | AGENCY ACTION |
| UINTAH COUNTIES, UTAH, AND |) | |
| SECTIONS 16 AND 36, TOWNSHIP 3 |) | Docket No. 2013-007 |
| SOUTH, RANGE 3 WEST, U.S.M., |) | Cause No. 139-102 |
| DUCHESNE COUNTY, UTAH |) | |

NEWFIELD PRODUCTION COMPANY TO:

Reed Gardner, Terri Britten and Todd Blake, as the heirs of Carol Blake, Louisa Ann Unca Sam, and Pat Maxwell, and all other persons claiming any right, title, or interest in or to the oil and gas produced from any reservoirs beneath the property described herein and in the Request for Agency Action filed in the above-entitled matter, or to the right to drill into, produce from, or appropriate such oil or gas.

Notice is hereby given that the Board of Oil, Gas and Mining ("Board"), State of Utah, has designated a hearing examiner in this Cause who will conduct a hearing on Wednesday, March 13, 2013, at 1:30 p.m., or as soon as possible thereafter, in Room 112 of the Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah, and also, that the Board will consider the hearing examiner's proposed findings of fact and conclusions of law based on that hearing at the Board's regularly scheduled hearing on March 27, 2013, at 9:00 a.m., or as soon as possible thereafter, in the Auditorium of the Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah.

A hearing was held on April 25, 2012, wherein the Board heard testimony and evidence concerning Newfield Production Company's ("Newfield") March 8, 2012 Request for Agency Action. At the hearing the Board ordered the entry of an order (the "Spacing Order") establishing sectional (640-acre or equivalent) drilling units for the production of oil, gas, and other hydrocarbons from the Green River and Wasatch formations underlying the lands located in all of

Section 3, Township 3 South, Range 1 West, U.S.M., Duchesne and Uintah Counties, Utah, and all of Sections 16 and 36, Township 3 South, Range 3 West, U.S.M., Duchesne County, Utah (together, the "Subject Lands"), among other lands. On February 1, 2013, Newfield filed another Request for Agency Action seeking to: (1) force pool the interests of certain non-consenting and non-locatable owners of the oil and gas minerals in the Spaced Interval (as described in the Spacing Order) beneath the Subject Lands; (2) establish the average weighted royalty payments to such owners and the costs of plugging and abandoning certain identified wells; and (3) impose a non-consent penalty of 300% of any non-consenting owner's share of the costs of staking the location, wellsite preparation, rights-of-way, rigging up, drilling, reworking, recompleting, deepening or plugging back, testing and completing each identified well, including the cost of equipment in the well to and including the wellhead connections, as just and reasonable compensation to the consenting owners. This Notice is being published at the direction of the Board to complete notice to the non-locatable parties listed herein, whose whereabouts cannot be ascertained through reasonable diligence.

The hearings in this Cause will be conducted as formal administrative adjudications in accordance with the rules of the Board as set forth in Utah Administrative Code Rules R641 *et seq.* as provided for by Utah Code Ann. § 63G-4-101 through 601.

One of the purposes of the hearing examiner's March 13, 2013 hearing and the Board's March 27, 2013 proceeding will be for the Board to give any non-locatable party listed herein an opportunity to respond to Newfield's February 1, 2013 Request for Agency Action, and in particular, its request to force pool all non-consenting and non-locatable mineral interest owners who own interests in the oil and gas minerals in the Spaced Interval beneath the Subject Lands.

Reed Gardner, Terri Britten and Todd Blake, as the heirs of Carol Blake, Louisa Ann Unca Sam, and Pat Maxwell, and all other persons claiming any right, title, or interest in or to the oil and gas produced from any reservoirs beneath the property described herein should contact Newfield at (303) 893-0102, or at Newfield Production Company, 1001 Seventeenth Street, Suite 2000, Denver, Colorado 80202, Attention: Roxann Eveland, regarding the opportunity to lease. Additionally, each of the owners named in this paragraph and all other persons claiming any right, title, or interest in or to the oil and gas produced from the Spaced Interval beneath the property described herein, or to the right to drill into, produce from, or appropriate such oil or gas, has the opportunity to participate in the following wells located on the Subject Lands by entering a joint operating agreement and by paying their portion of the costs of drilling and completing the well pertaining to their ownership interest:

Killian #14-3-3-1W (located in subject Section 3)
Grace #3-16-3-3WH (located in subject Section 16)
Lake Borcham #4-36-3-3WH (located in subject Section 36)

(the "Subject Wells"). Each well is located within a sectional (640-acre or equivalent) drilling unit established by the Board at the April 25, 2012 hearing. For information on leasing your interest or participating in the wells, or for any other questions, you should contact Newfield as provided above or through its undersigned counsel.

Failure to respond to the February 1, 2013 Request for Agency Action or to participate in any of the Subject Wells by entering into a lease or by paying its share of the drilling and completing costs for a well, will result in such non-participating owner being deemed a non-consenting owner, and therefore, subject to force pooling and a possible non-consent penalty of up to 300% that may be imposed by the Board at the March 27, 2013 hearing.

Objections to this matter shall be filed with the Secretary of the Board at the address listed below no later than March 6, 2013. Objections filed later may be considered by the Board at or before the regularly scheduled hearing for good cause shown. A party must file a timely written objection or other response in order to participate as a party at the Board hearing.

Natural persons may appear and represent themselves before the Board. All other representation by parties before the Board will be by attorneys licensed to practice law in the State of Utah, or attorneys licensed to practice law in another jurisdiction which meets the rules of the Utah State Bar for practicing before the Utah Courts. Attorney representation may be waived by the Board upon petition and good cause shown.

Persons interested in this matter may participate pursuant to the procedural rules of the Board. The February 1, 2013 Request for Agency Action, and any subsequent pleadings may be inspected at the office of the Secretary to the Board, 1594 West North Temple, Suite 1210, Salt Lake City, Utah 84116 ((801)-538-5277), or copies obtained by contacting Petitioner's counsel Thomas W. Clawson at the address and telephone number listed below. A party who fails to attend or participate in the hearing may be held in default.

Pursuant to the Americans with Disabilities Act, persons requiring auxiliary communicative aids and services to enable them to participate in this hearing should call Julie Ann Carter at (801) 538-5277, at least three working days prior to the hearing date.

Dated this 1st day of February, 2013.

VANCOTT, BAGLEY, CORNWALL & McCARTHY

By: /s/ Thomas W. Clawson

36 South State Street, Suite 1900
Salt Lake City, Utah 84111
(801) 532-3333

BEFORE THE BOARD OF OIL, GAS AND MINING

DEPARTMENT OF NATURAL RESOURCES

STATE OF UTAH

| | | |
|---------------------------------------|---|--------------------------------|
| IN THE MATTER OF THE REQUEST |) | |
| FOR AGENCY ACTION OF |) | |
| NEWFIELD PRODUCTION COMPANY |) | ORDER GRANTING EX PARTE |
| FOR AN ORDER POOLING ALL |) | MOTION TO SERVE REQUEST |
| INTERESTS IN THREE DRILLING |) | FOR AGENCY ACTION BY |
| UNITS ESTABLISHED BY THE |) | PUBLICATION |
| BOARD'S ORDER ENTERED IN |) | |
| CAUSE NO. 139-90 IN SECTION 3, |) | Docket No. 2013-007 |
| TOWNSHIP 3 SOUTH, RANGE 1 |) | Cause No. 139-102 |
| WEST, U.S.M., DUCHESNE AND |) | |
| UINTAH COUNTIES, UTAH, AND |) | |
| SECTIONS 16 AND 36, TOWNSHIP 3 |) | |
| SOUTH, RANGE 3 WEST, U.S.M., |) | |
| DUCHESNE COUNTY, UTAH |) | |

The Board of Oil, Gas and Mining (the "Board") having fully considered Newfield Production Company's (the "Petitioner") Ex Parte Motion to Serve Request for Agency Action by Publication (the "Motion") and the grounds and reasons provided therefore, and good cause appearing, hereby enters its Order granting the Motion as follows:

1. Petitioner's Motion is granted.
2. The proposed Notice attached to the Motion shall be published prior to the Hearing Examiner's March 13, 2013 hearing once a week for two consecutive weeks in the Salt Lake Tribune, Deseret News, Uintah Basin Standard, and Vernal Express newspapers.
3. Objections or responses to Newfield's February 1, 2013 Request for Agency Action shall be filed with the Secretary of the Board and served on Newfield's counsel no later than March 6, 2013.

For all purposes, the Chairman's signature on a faxed copy of this Order shall be deemed the equivalent of a signed original.

Issued this _____ day of February, 2013.

STATE OF UTAH
BOARD OF OIL, GAS AND MINING

James T. Jensen, Chairman